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AUTHORIZATION :

Patricia Pigato

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01 AUG 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 23, 2001

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ORDER NO. : 441956-015

CUSTOMER NO: 4307869

CUSTOMER: Ms. Mary Mooney
Winston & Strawn
400 L Street, N.W.
Suite 1-c
Washington, DC 20005-3502

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 27 PM 12:44

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: CAPREIT OF GATEWAY, INC.

⑤

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALAHASSEE, FLORIDA

1. CAPREIT of Gateway, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11200 Rockville Pike, Suite 100, Rockville, Maryland 20852
(Principal office address)
same
(Current mailing address)
8. To serve as general partner of a Florida Limited Partnership which will own & operate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) real property
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Richard L. KadishAddress: 11200 Rockville Pike, Suite 100Rockville, Maryland 20852Director: Bruce A. EspositoAddress: 11200 Rockville Pike, Suite 100Rockville, Maryland 20852

B. OFFICERS See Attached Addendum

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____
_____**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Kadish, President and Chief Executive Officer

(Typed or printed name and capacity of person signing application)

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Addendum

Officers of CAPREIT of Gateway, Inc.

Richard L. Kadish	President/Chief Executive Officer
Bruce A. Esposito	Senior Vice President/Treasurer/Chief Financial Officer
Jeffrey A. Goldshine	Senior Vice President/Secretary
Ernest L. Heymann	Senior Vice President/ Secretary
Rick J. Band	Vice President
Sandra L. Becker	Vice President
David R. Schattenberg	Vice President
Eugene H. Goodsell	Vice President/Controller
Kimberly A. Sherrill	Vice President
Carol A. Yates	Senior Assistant Vice President
Deborah K. Walker	Senior Assistant Vice President
Robin L. Dance	Assistant Vice President
Kate A. Juchniewicz	Assistant Vice President
Charles W. Stanton	Assistant Vice President
Pamela Armocida	Assistant Vice President
Thomas C. Casey	Assistant Vice President
Stanley W. Warchall	Assistant Vice President
Karen A. Kekeris	Assistant Vice President
Bruce E. Bershtein	Assistant Secretary

All located at 11200 Rockville Pike, Suite 100, Rockville, Maryland 20852

Howard R. Majev Assistant Secretary
Winston & Strawn, 1400 L Street, N.W., Washington, D.C. 20005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
01 AUG 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPREIT OF GATEWAY, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 24, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division

